AMENDMENT OF SOLICITATI	ON/MODIFICATI	ON OF CONTRAC	CT	1. Contract ID Code Firm-Fixed-Price		Page 1 Of 12		
2. Amendment/Modification No.	3. Effective Date	4. Requisition/Purchase	e Req 1	<u> </u>	5. Project No. (If	applicable)		
02	20020CT18	SEE SCHEDUI	LE					
6. Issued By	Code W52H09	7. Administered By (If o	other t	than Item 6)		Code	1002A	
TACOM-ROCK ISLAND		DCMA ORLANDO						
AMSTA-LC-CAC-A		3555 MAGUIRE BO						
GAIL BINDEWALD (309)782-3656 ROCK ISLAND IL 61299-7630		ORLANDO FL 32	803-3	726				
ROCK IDMIND II 01255 7050								
EMAIL: BINDEWALDG@RIA.ARMY.MIL		SCD	Δ	PAS NONE	ADP PT	HO0338		
8. Name And Address Of Contractor (No., Stre	et, City, County, State and				nt Of Solicitation N			
` '	, , ,	•						
LITTON SYSTEMS INC				0D D / 1/G	Tr. 44\			
LASER SYSTEMS DIV 2787 S ORANGE BLOSSOM TRAIL				9B. Dated (See	Item 11)			
APOPKA FL 32703		-	vl	10A. Modificat	tion Of Contract/C	order No.		
		L				14011101		
TYPE BUSINESS: Large Business Perfo	rming in U.S.		-	DAAE20-00-D-				
Code 34860 Facility Code	<u> </u>			10B. Dated (Se 2001DEC18	e Item 13)			
	HIS ITEM ONLY APPLI	ES TO AMENDMENTS A			·c			
The above numbered solicitation is amend	led as set forth in item 14.	The hour and date specif	fied fo	r receipt of Off	iers			
is extended, is not extended.								
Offers must acknowledge receipt of this ame (a) By completing items 8 and 15, and return		and date specified in the s of the amendments: (b) By						
offer submitted; or (c) By separate letter or							or the	
ACKNOWLEDGMENT TO BE RECEIVED	0						2	
SPECIFIED MAY RESULT IN REJECTIO							. 4 . 41	
change may be made by telegram or letter, p opening hour and date specified.	rovided each telegram or	letter makes reference to	tne so	ncitation and t	nis amendment, ar	a is receivea prio	r to tne	
12. Accounting And Appropriation Data (If rec	uired) Payment will be	e made by Electronic F	Funds	Transfer				
SEE SECTION G								
	ITEM ONLY APPLIES T	O MODIFICATIONS OF	F CON	NTRACTS/ORI	DERS			
KIND MOD CODE: G		act/Order No. As Describe	ed In I	Item 14.				
A. This Change Order is Issued Pursuan The Contract/Order No. In Item 10			The Changes Set Forth In Item 14 Are Made In					
B. The Above Numbered Contract/Orde Set Forth In Item 14, Pursuant To T		Γhe Administrative Changes (such as changes in paying office, appropriation data, etc.) 03(b).						
X C. This Supplemental Agreement Is Ent	ered Into Pursuant To Au	thority Of: Changes Cla	ause					
D. Other (Specify type of modification a	nd authority)							
E. IMPORTANT: Contractor is not,	X is required to sign	this document and return	'n	C	copies to the Issuin	g Office.		
14. Description Of Amendment/Modification (<u> </u>				•			
SEE SECOND PAGE FOR DESCRIPTION								
Except as provided herein, all terms and condition	ions of the document refe	renced in item 9A or 10A,	, as he	retofore change	ed, remains uncha	nged and in full fo	rce	
and effect. 15A. Name And Title Of Signer (Type or print)	1	164 Nama And	Title (of Contracting	Officer (Type or p	rint)		
22. Tume and the Or organi (Type or print)		DAVE ELLIOTT				t)		
15D G 4 4 1000	150 % : 01 -	ELLIOTTD@RIA.			-3814	1(G D : 3)		
15B. Contractor/Offeror	15C. Date Signed	16B. United State	es Of A	america		16C. Date Signe	a	
	_	Ву		/SIGNED/		2002001	18	
(Signature of person authorized to sign)		(Signat	ture of	Contracting C	Officer)			

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Name of Offeror or Contractor: LITTON SYSTEMS INC

SECTION A - SUPPLEMENTAL INFORMATION

- 1. The purpose of this modification is to:
 - a. set forth the negotiated agreement arising from the change order issued in the basic award
 - b. update the delivery schedule
 - c. incorporate the first article clause
- 2. The NSN and part number for SUBCLINs 0001AB through 0001AE are changed to NSN: 1240-01-497-9758, P/N: 12972530-2. In Section B some SUBCLINs have changed, others have not due to constraints in the PRON issue system. All SUBCLINS 0001AB through 0001AE should be shipped with the new NSN and P/N.
- 3. The total increase to this delivery order is \$2,309,701.28 and is broken down as follows:

CLIN	INCREASE	FROM	TO
0001AB	\$284,310.00	\$2,782,755.00	\$3,067,065.00
0001AC	216,918.00	2,123,139.00	2,340,057.00
0001AD	52,650.00	515,325.00	567,975.00
0001AE	**NO CHANGE** ADDITIONAL	FUNDS ADDED ON NEW SUBCLIN	N 0001AG
0001AF	92,664.00	906,972.00	999,636.00
0001AG	252,720.00	0.00	252,720.00
The follo	owing SUBCLINS are added for	testing:	
0002AA	67,340.98	0.00	67,340.98
0002AB	66,026.82	0.00	66,026.82
0002AC	369,608.53	0.00	369,608.53
0002AD	478,344.24	0.00	478,344.24
0002AE	256,877.90	0.00	256,877.90
0002AF	59,501.54	0.00	59,501.54
0002AG	45,233.04	0.00	45,233.04
0002AH	67,506.23	0.00	67,506.23

When billing/paying SUBCLINS 0001AE and 0001AG they go hand in hand. Due to lack of the proper year funding an additional PRON had to be issued for the requirement of 120 each. When billing/paying a unit price of \$20,613.00 should be billed against 0001AE and a unit price of \$2,106.00 should be billed against 0001AG. This equals the new unit price of \$22,719.00 which is used on SUBCLINS 0001AB, 0001AC, 0001AD, and 0001AF.

- 4. The delivery schedule is changed to read as shown in the following Section B.
- 5. FAR Clause 52.209-45 is hereby added and the following paragraphs are added to this clause:
- A) First Article Test: Future FAT, if required, will be performed in conjunction with the standard 200 Unit Control Test and scheduled Fireld Test as currently implemented in subject contract. Changes to the items will be timed to coincide with these tests so as not to impact delivery or lot size.

Not withstanding the provisions of waiver of first article, an additional first article sample, or portion thereof, may be ordered by the Contracting Officer in writing when:

- (i) A Class I Change is made to the technical data (The contractor shall continue to have MRB authority for all Class II Changes that do not affect form, fit, or function).
- (ii) Whenever there is a lapse in production for a period in excess of 120 days, or
- (iii) Whenever a major change occurs in place of performance, manufacturing process, material used, drawing, specification or source of supply (e.g. telescope, laser rods, receiver, or CCAs)
- (iv) When conditions of (i), (ii), or (iii) above occur, the contractor shall notify the contracting officer so that a determination can be made concerning the need for an additional first article sample, or portion thereof, and instruction provided concerning the submission, inspection, and notification of results. Costs of the first article testing resulting from production process change, change in place of performance, or material substitution shall be borne by the contractor.
- It is understood that the control test and field test are already covered by the contract. Costs for tests required by the contracting officer beyond the control and field tests will be borne by the contractor. These additional tests can include testing two units as required by the FATR rather than one unit as required by the control test.
- 6. This modification constitutes a full and final accord, satisfaction, discharge, and release of any and all claims, demands, and

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Name of Offeror or Contractor: LITTON SYSTEMS INC

causes of action that the Contractor has or may have against the Government related to the incorporation of the change in the basic order. This full and final accord and satisfaction encompasses, but is not limited to, all categories of direct and indirect costs which have been cited by the Contractor, whether orally or in writing, in communications relative to the incorporation of the change in the basic order. Additionally, this full and final accord and satisfaction encompasses all categories of direct and indirect costs which result in any way from alleged delay by the Government. The Contractor specifically waives any and all claims which it has or may have against the Government related to any delay resulting from the incorporation of the change in the basic order.

7. Based on the above, the total amount of this order is increased by \$2,309,701.28 from \$9,214,011.00 to \$11,523,712.28.

*** END OF NARRATIVE A 003 ***

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ITEM NO	SUPPL	IES/SERVIC	ES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
	SECTION B - SUPPLIES	OR SERVICES	AND PRICES/COSTS				
0001AB	PRODUCTION QUANTITY			135	EA	\$ 22,719.00000	\$3,067,065.00
	NSN: 1240-01-418-94: NOUN: EYESAFE LRF W FSCM: 19200 PART NR: 12972530-2 SECURITY CLASS: Unc. PRON: 472ESM0147 AMS CD: 312064	/ ENHANCEMEN					
	THIS ITEM WILL BE I		т				
	(End	d of narrativ	ve B001)				
	Packaging and Markin	<u>1g</u>					
	Inspection and Accep		CE: Origin				
	Deliveries or Performance DOC REL CD MILSTRIP 001 W56HZV1334D05 PROJ CD GGX	SUPPL ADDR SIG					
	1	JANTITY 12	DEL DATE 17-JAN-2003				
	002	12	31-JAN-2003				
	003	10	20-FEB-2003				
	004	12	14-MAR-2003				
	005	12	07-APR-2003				
	006		30-APR-2003				
	007	13	30-MAY-2003 30-JUN-2003				
	009	13	30-JUL-2003				
	010	13	30-AUG-2003				
	011	13	30-SEP-2003				
	FOB POINT: Destinat						
	SHIP TO: PARCEL POS' (W31G1Y) SR CONSO: ANNISTON ANNISTON	PROP OFF	BLDG 513 AL 36201-5021				

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ITEM NO	SUPPI	LIES/SERVIC	CES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
	MARK FOR: <u>CONTRAC</u>	T/DELIVERY OR AE20-00-D-002					
	MARK FOR: AIMXXI						
	(E)	nd of narrati	ve F001)				
0001AC	PRODUCTION QUANTIT	Y		103	EA	\$ 22,719.00000	\$2,340,057.00
	NSN: 1240-01-497-9' NOUN: E2LRF'S FOR: FSCM: 12400 PART NR: 12972530- SECURITY CLASS: University of the pron: 472FCA0147 AMS CD: 3120650102: Packaging and Mark: Inspection and Accelentation of the pronimal and properties or Perfection of the pronimal and the pr	758 SEP UPGRADE P 2 classified PRON AMD: 0 4 ing eptance ACCEPTAN OTMANCE SUPPL ADDR SI 51 CKOMPA BRK BLK P OUANTITY 12 12 12 11 14 14 14 14 14 14 14 14 14 14 14 14 14 14 14 17 17 18 19	3 ACRN: AC CE: Origin GCD MARK FOR TP (M 1 T DEL DATE 20-FEB-2003 14-MAR-2003 30-APR-2003 30-APR-2003 30-JUN-2003 30-JUN-2003 30-JUN-2003 AD-JUN-2003 AD-JUN-				

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ITEM NO	SU	PPLIES/SERV	TICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
0001AD	PRODUCTION QUAN	TITY		25	EA	\$ 22,719.00000	\$ 567,975.00
	NSN: 1240-01-41 NOUN: M1A2 SEP FSCM: 19200 PART NR: 129725 SECURITY CLASS: PRON: 472FCS014 AMS CD: 3120645	RETROFIT E2LRE 330-2 Unclassified 47 PRON AMD					
	THIS ITEM WILL NSN 1240-01-4		WITH				
		(End of narra	ative B001)				
	Packaging and M	Marking					
	Inspection and INSPECTION: Ori		FANCE: Origin				
	Deliveries or F DOC REL CD MILST 001 W56HZV134 PROJ GGX	SUPPL CRIP ADDR L5D051 CK0MPA CD BRK BLE		D.			
		<u>QUANTITY</u> 5	<u>DEL DATE</u> 20-FEB-2003				
	002	5	14-MAR-2003				
	003	1	07-APR-2003				
	004	3	30-APR-2003 30-MAY-2003				
	006	3	30-JUN-2003				
	007	3	30-JUL-2003				
	008	3	30-AUG-2003				
	FOB POINT: Dest	ination					
	ANNI	ENERAL DYNAMIC RANKFORD AVE BI STON ARMY DEPO	CS LAND SYS INC LDG 105				
	CONT	CRACT/DELIVERY DAAE20-00-D-0					

Reference No. of Document Being Continued PIIN/SIIN DAAE20-00-D-0024/0005 MOD/AMD 02

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ITEM NO		SUPPLIES/SERVI	ICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
0001AE	PRODUCTION	QUANTITY		120	EA	\$ 20,613.00000	\$ 2,473,560.00
		1972530-2 197250-2 197250-2	02 ACRN: AE				
	1	IN SHOULD BE BILLEI N WITH SUBCLIN 0001					
	\$20,613.00	LRF IS DELIVERED, FROM THIS SUBCLIN FROM SUBCLIN 0001AG BILLED.					
		(End of narra	cive B001)				
	Packaging a	and Marking					
	Inspection INSPECTION:	and Acceptance Origin ACCEPTA	ANCE: Origin				
	DOC REL CD M 001 W56HZ	V1346D057 Y00000 PROJ CD BRK BLK	SIG CD MARK FOR TP CD M 1 PT				
	DEL REL CD	GGXOUANTITY					
	001	5	17-JAN-2003				
	002	10	30-APR-2003 31-MAY-2003				
	004	10	30-JUN-2003 31-JUL-2003				
	006	10	31-AUG-2003				
	007	15	30-SEP-2003				
	008	25	31-OCT-2003				
	009	25	30-NOV-2003				
	010 011	DELETED DELETED					
	FOB POINT:	Destination					
	SHIP TO: <u>P#</u> (Y00000)						

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ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
	REQUIRED UNDER THIS REQUISITION.				
	CONTRACT/DELIVERY ORDER NUMBER				
	DAAE20-00-D-0024/0005				
0001AF	PRODUCTION QUANTITY	44	EA	\$ 22,719.00000	\$ 999,636.00
	NSN: 1240-01-418-9498				
	NOUN: RANGE FINDER, LASER				
	FSCM: 19200				
	PART NR: 12972530-2				
	SECURITY CLASS: Unclassified				
	PRON: M122D004M1 PRON AMD: 02 ACRN: AA				
	AMS CD: 060011				
	THIS ITEM WILL BE DELIVERED WITH				
	NSN 1240-01-497-9758.				
	(End of narrative B001)				
	Packaging and Marking				
	Inspection and Acceptance INSPECTION: Origin ACCEPTANCE: Origin				
	Deliveries or Performance				
	DOC SUPPL				
	REL CD MILSTRIP ADDR SIG CD MARK FOR TP CD				
	001 W52H0913518H10 W90454 J 1				
	DEL REL CD				
	001 5 07-APR-2003				
	002 5 30-APR-2003				
	003 4 30-MAY-2003				
	004 14 30-SEP-2003				
	005 16 30-OCT-2003				
	006 DELETED				
	FOB POINT: Destination				
	SHIP TO: PARCEL POST ADDRESS				
	(W90454) XR W4GG HQ US ARMY TACOM				
	TEAM ABRAMS PARTNERSHIP FACILITY				
	WHSE BLDG 88037 LOGISTICS LANE				
	FT HOOD TX 76544-5060				
	CONTRACT/DELIVERY ORDER NUMBER				
	DAAE20-00-D-0024/0005				
0001AG	SERVICES LINE ITEM				\$\$252,720.0

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ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
	NOUN: E2LRF ENH FOR FLEET RETRO PGM SECURITY CLASS: Unclassified PRON: 472ESM0247 PRON AMD: 01 ACRN: AB AMS CD: 31206406020				
	THIS SUBCLIN SHOULD BE BILLED IN CONJUNCTION WITH SUBCLIN 0001AE.				
	AS EACH E2LRF IS DELIVERED, \$20,613.00 FROM 0001AE AND \$2,106.00 FROM THIS SUBCLIN SHOULD BE BILLED.				
	(End of narrative B001)				
	Inspection and Acceptance INSPECTION: Origin ACCEPTANCE: Origin				
	Deliveries or Performance PERF COMPL DLVR SCH PERF COMPL REL CD QUANTITY DATE 001 0 30-NOV-2003				
	\$ 252,720.00				
0002AA	SERVICES LINE ITEM				\$ 67,340.98
	NOUN: E2LRF REA PREP TEST SECURITY CLASS: Unclassified PRON: 471BVS2347 PRON AMD: 01 ACRN: AE AMS CD: 31206453022				
	Inspection and Acceptance INSPECTION: Origin ACCEPTANCE: Origin				
	Deliveries or Performance PERF COMPL DLVR SCH PERF COMPL REL CD QUANTITY DATE 001 0 17-JAN-2003				
	\$ 67,340.98				
0002AB	SERVICES LINE ITEM				\$ 66,026.82
	NOUN: E2LRF SYS DESIGN PHASE TEST SECURITY CLASS: Unclassified PRON: 471BVS2447 PRON AMD: 01 ACRN: AE AMS CD: 31206453022				
	Inspection and Acceptance INSPECTION: Origin ACCEPTANCE: Origin				
	Deliveries or Performance DLVR SCH PERF COMPL REL CD QUANTITY DATE 001 0 17-JAN-2003				

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ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
	\$ 66,026.82				
0002AC	SERVICES LINE ITEM				\$ 369,608.53
	NOUN: E2LRF DETAIL DESIGN PHASE TST SECURITY CLASS: Unclassified PRON: 471BVS2547 PRON AMD: 01 ACRN: AE AMS CD: 31206453022				
	Inspection and Acceptance INSPECTION: Origin ACCEPTANCE: Origin				
	Deliveries or Performance DLVR SCH PERF COMPL REL CD QUANTITY DATE 001 0 17-JAN-2003 \$ 369,608.53				
0002AD	SERVICES LINE ITEM				\$ 478,344.24
	NOUN: E2LRF FAT SECURITY CLASS: Unclassified PRON: 471BVS2647 PRON AMD: 01 ACRN: AE AMS CD: 31206453022 Inspection and Acceptance				
	INSPECTION: Origin ACCEPTANCE: Origin Deliveries or Performance DLVR SCH PERF COMPL REL CD QUANTITY DATE 001 0 10-JAN-2003 \$ 478,344.24				
0002AE	SERVICES LINE ITEM				\$\$
	NOUN: E2LRF PROD READ/TOOLING TEST SECURITY CLASS: Unclassified PRON: 471BVS2747 PRON AMD: 01 ACRN: AE AMS CD: 31206453022				
	Inspection and Acceptance INSPECTION: Origin ACCEPTANCE: Origin				
	Deliveries or Performance PERF COMPL DLVR SCH PERF COMPL REL CD QUANTITY DATE				
	\$ 256,877.90				
0002AF	SERVICES LINE ITEM				\$ 59,501.54

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ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
	NOUN: E2LRF RELIABILITY TESTING SECURITY CLASS: Unclassified PRON: 471BVS2847 PRON AMD: 01 ACRN: AE AMS CD: 31206453022				
	Inspection and Acceptance INSPECTION: Origin ACCEPTANCE: Origin				
	Deliveries or Performance DLVR SCH PERF COMPL REL CD QUANTITY DATE 001 0 01-APR-2003				
	\$ 59,501.54				
0002AG	SERVICES LINE ITEM				\$\$\$
	NOUN: E2LRF EMI TESTING SECURITY CLASS: Unclassified PRON: 471BVS2947 PRON AMD: 01 ACRN: AE AMS CD: 31206453022				
	Inspection and Acceptance INSPECTION: Origin ACCEPTANCE: Origin				
	Deliveries or Performance PERF COMPL DLVR SCH PERF COMPL REL CD QUANTITY DATE 001 0 17-JAN-2003				
	\$ 45,233.04				
0002AH	SERVICES LINE ITEM				\$67,506.23
	NOUN: E2LRF FIELD CONF TESTING SECURITY CLASS: Unclassified PRON: 471BVS3047 PRON AMD: 01 ACRN: AE AMS CD: 31206453022				
	Inspection and Acceptance INSPECTION: Origin ACCEPTANCE: Origin				
	Deliveries or Performance PERF COMPL DLVR SCH PERF COMPL REL CD QUANTITY DATE 001 0 31-DEC-2003				
	\$ 67,506.23				

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Name of Offeror or Contractor: LITTON SYSTEMS INC

SECTION G - CONTRACT ADMINISTRATION DATA

LINE <u>ITEM</u>	PRON/ AMS_CD	<u>ACRN</u>	OBLG STAT/	<u>PR:</u>	IOR AMOUNT		INCREASE/DECREASE AMOUNT	CUMULATIVE AMOUNT
0001AB	472ESM0147 312064	AB	2 2GAAPM	\$ 2,	782,755.00	\$	284,310.00	\$ 3,067,065.00
0001AC	472FCA0147 31206501024	AC	2 2GAAUA	\$ 2,3	123,139.00	\$	216,918.00	\$ 2,340,057.00
0001AD	472FCS0147 31206453022	AD	2 2GAAUS	\$!	515,325.00	\$	-515,325.00	\$ 0.00
0001AD	472FCS0147 31206453022	AB	2 2GAAUS	\$	0.00	\$	567,975.00	\$ 567,975.00
0001AF	M122D004M1 060011	AA	2	\$ 9	906,972.00	\$	92,664.00	\$ 999,636.00
0001AG	472ESM0247 31206406020	AB	2 2GAAPM	\$	0.00	\$	252,720.00	\$ 252,720.00
0002AA	471BVS2347 31206453022	AE	2 1GAAUS	\$	0.00	\$	67,340.98	\$ 67,340.98
0002AB	471BVS2447 31206453022	AE	2 1GAAUS	\$	0.00	\$	66,026.82	\$ 66,026.82
0002AC	471BVS2547 31206453022	AE	2 1GAAUS	\$	0.00	\$	369,608.53	\$ 369,608.53
0002AD	471BVS2647 31206453022	AE	2 1GAAUS	\$	0.00	\$	478,344.24	\$ 478,344.24
0002AE	471BVS2747 31206453022	AE	2 1GAAUS	\$	0.00	\$	256,877.90	\$ 256,877.90
0002AF	471BVS2847 31206453022	AE	2 1GAAUS	\$	0.00	\$	59,501.54	\$ 59,501.54
0002AG	471BVS2947 31206453022	AE	2 1GAAUS	\$	0.00	\$	45,233.04	\$ 45,233.04
0002AH	471BVS3047 31206453022	AE	2 1GAAUS	\$	0.00	\$	67,506.23	\$ 67,506.23
				NEC	r change	\$	2,309,701.28	
SERVICE NAME	BY ACRN		DUNTING CLASSI				ACCOUNTING STATION	INCREASE/DECREASE AMOUNT
Army	AA	97	X4930AC9G 6D		26KB S1111		W52H09	\$ 92,664.00
Army	AB	21	22033000025R				W56HZV	\$ 589,680.00
Army	AC	21	22033000025R				W56HZV	\$ 216,918.00
Army	AE	21	12033000015R	:5KUZP312U64	31E9 S2011	3	W56HZV	\$ 1,410,439.28
							NET CHANGE	\$ 2,309,701.28

	PRIOR AMOUNT	INCREASE/DECREASE	CUMULATIVE
	OF AWARD	AMOUNT	OBLIG AMT
NET CHANGE FOR AWARD:	\$ 9,214,011.00	\$ 2,309,701.28	\$ 11,523,712.28